

Division of Corporations

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724229

Florida Department of State
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MERGER OR SHARE EXCHANGE AIDS Service Association of Pinellas, Inc.

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**ARTICLES OF MERGER
OF****FRANCIS HOUSE, INC.,**a Florida not for profit corporation,
into**AIDS SERVICE ASSOCIATION OF PINELLAS, INC.,**

a Florida not for profit corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with Section 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
AIDS Service Association of Pinellas, Inc. (the "Surviving Corporation")	Florida	N24229

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Francis House, Inc. (the "Merged Corporation")	Florida	N36205

THIRD: The agreement and plan of merger is attached.

FOURTH: The effective date of the merger shall be December 5, 2016 (the "Effective Date").

FIFTH: The Surviving Corporation has one member entitled to vote. The agreement and plan of merger was adopted by the sole member of the Surviving Corporation on November 29, 2016, and executed in accordance with Section 617.1103. The number of votes cast for the merger was sufficient for approval. The sole member of the Surviving Corporation voted in favor of the agreement and plan of merger.

SIXTH: The Merged Corporation has no members entitled to vote. The agreement and plan of merger was adopted by the board of directors of the Merged Corporation on November 30, 2016, and executed in accordance with Section 617.1103, Florida Statutes. The number of directors then in office is five (5), and the number of such directors that voted in favor of the agreement and plan of merger is five (5).

Signed this 2nd day of December, 2016, and effective as of the Effective Date.

SURVIVING CORPORATION:

AIDS Service Association of Pinellas, Inc.,
a Florida not for profit corporation

By: Stacy Orloff
Stacy Orloff, Authorized Representative

MERGED CORPORATION:

Francis House, Inc., a Florida not for profit
corporation

By: Joy Winheim
Joy Winheim, Executive Director

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into this 2nd day of December, 2016, and shall be effective as of the date of filing the Articles of Merger (the "Effective Date"), by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

AIDS SERVICE ASSOCIATION OF PINELLAS, INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of incorporation: December 22, 1987

II - MERGED CORPORATION

FRANCIS HOUSE, INC., a Florida not for profit corporation ("Merged Corporation").

Date of incorporation: July 14, 1997

W I T N E S S E T H:

WHEREAS, the Merged Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Merged Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the sole Member and Board of Directors of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a statutory merger as described in Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 617 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be AIDS Service Association of Pinellas, Inc. The Articles of Incorporation of the Surviving Corporation shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Amended and Restated Bylaws of the Surviving Corporation adopted on November 29, 2016 shall be the Bylaws of the Surviving Corporation, which shall become effective on the Effective Date of this Merger.

ARTICLE IV
DIRECTORS OF SURVIVING CORPORATION

The Directors of the Surviving Corporation shall be the following, and they shall hold such position until their successors are elected and qualified under the terms of the Bylaws:

<u>Name:</u>	<u>Position:</u>
Ngozi Benyar	Director
Craig Bryant	Director
Dr. David Buby	Director
Lisa Cohen	Director, Chairman
Karen Goforth	Director
Scott Kistler	Director
Stephanie Marhefka	Director, Secretary
Julia McGinty	Director
Ricardo Mendiola	Director, Treasurer
Charlotte Noble	Director
Dr. Kush Patel	Director
Frank Roder	Director
Michael Ruppel	Director, Vice Chairman
Rafael J. Sciullo	Ex officio member of Board with voting power

ARTICLE V
APPROVAL OF MERGER BY MEMBER AND DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the sole member of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes on November 29, 2016, and approved by the directors of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes, on November 29, 2016.

ARTICLE VI
APPROVAL OF MERGER BY DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Merged Corporation, as provided by Chapter 617 of the Florida Statutes, on November 30, 2016.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of December 5, 2016.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING CORPORATION:

AIDS Service Association of Pinellas, Inc.,
a Florida not for profit corporation

By: Stacy Orloff
Stacy Orloff, Authorized Representative

MERGED CORPORATION:

Francis House, Inc., a Florida not for profit
corporation

By: Joy Winheim
Joy Winheim, Executive Director